

NOTARIAL CERTIFICATE

STATE OF CONNECTICUT)

) ss: South Windsor

COUNTY OF HARTFORD)

I, Darlene S. Sutton, a Notary Public in and for the County of Hartford, State of Connecticut, U.S.A., do hereby certify that the papers attached hereto are true and accurate copies of documents in the custody of UTC Fuel Cells, LLC, a limited liability company of the State of Delaware, U.S.A., purporting to be a Certificate of Amendment of International Fuel Cells, LLC and a Certification from the Delaware Secretary of State whereby the name of the limited liability company has been changed to UTC Fuel Cells, LLC. The Certificate of Amendment was executed on the 26th day of November 2001 and the Certification filed in the Office of Secretary on the 27th day of November 2001 at 2 o'clock P.M.

In testimony whereof I have hereto subscribed my name and affixed my seal of office in the Town of South Windsor, State of Connecticut, in the United States of America, this 15th day of January, 2002.



Darlene S. Sutton - Notary Public

My commission expires May 31, 2002

CERTIFICATE OF AMENDMENT
OF
INTERNATIONAL FUEL CELLS, LLC

1. The name of the limited liability company is International Fuel Cells, LLC.
2. The Certificate of Formation of the limited liability company is hereby amended as follows:

(set forth amendment(s))

The name of the limited liability company shall be changed to UTC Fuel Cells, LLC.

Note: (Use the following paragraph if this Certificate is to be effective at a date or time (which must be a date or time certain) later than filing)

3. This Certificate of Amendment shall be effective on December 1, 2001.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of International Fuel Cells, LLC this 26th day of November 2001.



William T. Miller
President

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "INTERNATIONAL FUEL CELLS, LLC", CHANGING ITS NAME FROM "INTERNATIONAL FUEL CELLS, LLC" TO "UTC FUEL CELLS, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF NOVEMBER, A.D. 2001, AT 2 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF DECEMBER, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1465199

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DATE: 11-27-01